

News Release Dated June 24, 2026

Company name: Helios Techno Holding Co., Ltd.
 Stock code: 6927
 Stock exchange listing: Tokyo Stock Exchange, Standard Market
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Announcement of Sale of Treasury Shares as Restricted Stock Compensation

The Board of Directors of Helios Techno Holding Co., Ltd. approved a resolution on June 24, 2026 to sell treasury shares as follows.

1. Summary of sale of treasury shares

(1) Deadline	July 22, 2026
(2) Type and number of shares	Helios Techno Holding common stock: 34,909 shares
(3) Price	902 yen per share
(4) Total proceeds	31,487,918 yen
(5) Purchasers and number of shares	Four Directors of Helios Techno Holding (excluding Outside Directors): 16,626 shares 10 Directors of subsidiaries of Helios Techno Holding who are not concurrently Directors of Helios Techno Holding: 18,283 shares

2. Purpose and reasons for the sale of treasury shares

On May 9, 2019, the Board of Directors of Helios Techno Holding approved a resolution to establish a restricted stock compensation plan (the “Compensation Plan”) for Directors excluding Outside Directors (the “Directors Covered by the Plan”). The objective of the Compensation Plan is to further increase the sharing of value with shareholders by offering incentives to the Directors Covered by the Plan for sustainable growth of corporate value. At the 43rd General Meeting of Shareholders that was held on June 21, 2019, shareholders approved a resolution to pay the Directors Covered by the Plan up to 30 million yen in the form of monetary claims that are used to purchase restricted stock in accordance with the terms of the Compensation Plan. Shareholders also approved a provision that gives the Board of Directors the authority to set the mandatory holding period of the restricted stock anywhere between three and 30 years.

In addition, from the perspective of advancing management aimed for the Group’s medium to long-term corporate value enhancement, Helios Techno Holding has decided to broaden the scope of the Compensation Plan to include Directors of its subsidiaries who are not concurrently Directors of Helios Techno Holding (“Subsidiary Directors”). Pursuant to resolutions of the shareholders’ meetings of the respective subsidiaries, the 10 Subsidiary Directors have been granted monetary compensation claims totaling 16,491,266 yen under the Compensation Plan. The 10 Subsidiary Directors will use all such monetary compensation claims as payment in kind to receive 18,283 shares of common stock of Helios Techno Holding.

The following section is a summary of the terms of the Compensation Plan.



Overview of the Compensation Plan

Directors Covered by the Plan use all monetary compensation claims received from Helios Techno Holding through the Compensation Plan as payment for receiving newly issued or existing common stock of Helios Techno Holding. The annual limit for newly issued or existing common stock of Helios Techno Holding that can be distributed through the Compensation Plan is 50,000 shares. The amount to be paid per share shall be determined by the Board of Directors based on the closing price of the common stock of Helios Techno Holding in the Tokyo Stock Exchange on the business day immediately prior to the date of the corresponding resolution of the Board of Directors (if the Helios Techno Holdings' shares were not traded that day, the closing price on the most recent preceding trading day) within the amount not particularly advantageous to the Directors Covered by the Plan who underwrite said common stock. Under the Compensation Plan, the Subsidiary Directors will use all monetary compensation claims granted by their respective subsidiaries pursuant to resolutions of the shareholders' meetings of those subsidiaries as payment in kind for receiving newly issued or existing common stock of Helios Techno Holding.

When newly issued or existing common stock of Helios Techno Holding is distributed through the Compensation Plan, a Director Covered by the Plan and a Subsidiary Director must sign a restricted stock allocation contract with Helios Techno Holding that includes the following terms: (1) During the designated period, the common stock of Helios Techno Holding allocated in accordance with the restricted stock allocation contract cannot be sold, pledged as collateral or transferred to another owner in any way; (2) In certain specified events, Helios Techno Holding may acquire the common stock under the Compensation Plan at no cost.

Based on the purposes of the Compensation Plan, the performance of Helios Techno Holding, the scope of duties of the Directors Covered by the Plan, and other relevant factors, Helios Techno Holding has determined to grant monetary compensation claims totaling 14,996,652 yen and 16,626 shares of its common stock to four Directors Covered by the Plan. In addition, each subsidiary has determined to grant monetary compensation claims totaling 16,491,266 yen (together with the monetary compensation claims granted to the four Directors Covered by the Plan, the "Monetary Compensation Claims") and 18,283 shares of common stock of Helios Techno Holding to 10 Subsidiary Directors. The mandatory holding period has been set at 30 years in order to achieve the objective of the Compensation Plan, namely, to further enhance the sharing of value with shareholders from a medium to long-term perspective.

In accordance with the terms of the Compensation Plan, the four Directors Covered by the Plan and 10 Subsidiary Directors will use all of the monetary compensation claims received in order to purchase the Helios Techno Holding common stock allocated for this purpose (the "Compensation Plan Stock"). Section 3. contains a summary of the restricted stock allocation contract that all Directors Covered by the Plan and Subsidiary Directors must sign in order to purchase the Compensation Plan Stock.

3. Summary of the restricted stock allocation contract

(1) Mandatory holding period: July 22, 2026 to July 21, 2056

(2) Conditions for end of restriction on sale

For each Director Covered by the Plan and Subsidiary Director, the restriction on the sale of all Compensation Plan Stock will end upon the completion of the mandatory holding period if, during this entire period, the person holding this stock is continuously a Director, Executive Officer who is not concurrently a Director, Audit & Supervisory Board member or employee or in a similar position at Helios Techno Holding or one of its subsidiaries.

- (3) When a Director Covered by the Plan resigns or retires during the mandatory holding period due to reaching the end of a term as director or mandatory retirement age or for another legitimate reason

1) Time of end of restriction on sale

When a Director Covered by the Plan and a Subsidiary Director resigns or retires due to reaching the end of a term as director or mandatory retirement age or for another legitimate reason (excluding in the event of death) as a Director, Executive Officer who is not concurrently a Director, Audit & Supervisory Board member or employee or in a similar position at Helios Techno Holding or one of its subsidiaries, the restriction on the sale of the Compensation Plan Stock ends immediately after the resignation or retirement. In the event of the death of a Director Covered by the Plan and a Subsidiary Director, the restriction on the sale of that stock will end at a time to be determined by the Board of Directors.

2) Number of shares to which the end of the restriction applies

The number of shares to which the end of the restriction applies is calculated by multiplying the number of shares of the Compensation Plan Stock held at the time of the resignation or retirement explained in the preceding section 1) by the number obtained by dividing by 12 the number of months the person who resigned or retired was a Director Covered by the Plan and a Subsidiary Director (including the month of the 50th General Meeting of Shareholders and the month of the retirement or resignation). However, the number of shares is multiplied by one if this division results in a number larger than one. Any fraction of one share resulting from this calculation is rounded down.

- (4) Acquisition of restricted stock by Helios Techno Holding at no cost

Upon the completion of the mandatory holding period or the end of the restriction on sale explained in the preceding item (3), Helios Techno Holding naturally has the right to acquire at no cost any Compensation Plan Stock for which the restriction on sale is still valid.

- (5) Custody of restricted stock

During the mandatory holding period, the Compensation Plan Stock will be placed in accounts established by the Directors Covered by the Plan and the Subsidiary Directors specifically for this purpose at Nomura Securities Co., Ltd. These accounts ensure that the Directors Covered by the Plan and the Subsidiary Directors do not sell, pledge as collateral or transfer to another owner in any way the Compensation Plan Stock. To ensure the effectiveness of the stock sale restrictions, Helios Techno Holding signed contracts with Nomura Securities concerning the management of the accounts used for the custody of the Compensation Plan Stock held by each Director Covered by the Plan and Subsidiary Director. Also, the Directors Covered by the Plan and the Subsidiary Directors have agreed to the terms for managing these accounts.

- (6) Measures in the event of a reorganization or similar action

The Board of Directors may approve a resolution that ends the restriction on the sale of restricted stock immediately prior to the business day before the effective date of reorganization, etc. in the event that, during the mandatory holding period, the General Meeting of Shareholders (or Board of Directors if the approval of shareholders is not required) approves a resolution for a merger in which Helios Techno Holding is dissolved, an exchange of stock, stock transfer plan or other reorganization or similar action that makes Helios Techno Holding a wholly owned subsidiary. Based on the Board of Directors' resolution, the number of shares of Compensation Plan Stock held when a reorganization, etc. is approved that can be sold is calculated by multiplying the total number of these shares held on the approval date by the number obtained by dividing by 12 the number of months including the month of the 50th General Meeting of Shareholders and the month in which the reorganization, etc. was approved. However, the number of shares is multiplied by one if this division results in a number larger than one. Any fraction of one share resulting from this calculation is rounded



down. Immediately after the restriction on the sale of these shares ends, Helios Techno Holding naturally has the right to acquire at no cost any Compensation Plan Stock for which the restriction on sale is still valid.

4. Basis of calculation and information about the price per share

The individuals who are to receive the Compensation Plan Stock through the sale of treasury shares will use, as payment for the restricted stock compensation for the fiscal year ending March 31, 2027 under the Compensation Plan, the monetary compensation claims received from Helios Techno Holding, together with the monetary compensation claims granted by their respective subsidiaries pursuant to resolutions of the shareholders' meetings of those subsidiaries. To eliminate any ambiguity about the purchase price of these treasury shares, the price is 902 yen, the closing price of Helios Techno Holding common stock on the Standard Market of the Tokyo Stock Exchange on June 23, 2026, which is the business day prior to the Board of Directors resolution concerning the sale of treasury shares. Helios Techno Holding believes this is a reasonable price that is not significantly advantageous because the purchase price is the market price immediately prior to the Board of Directors resolution.